
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **HMV Digital China Group Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for onward transmission to the purchaser or transferee.

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(1) PROPOSED CHANGE OF COMPANY NAME AND (2) NOTICE OF SPECIAL GENERAL MEETING

A notice convening the special general meeting of the Company (“SGM”) to be held at Units B–D, 8th Floor, D2 Place Two, 15 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong on Wednesday, 22 May 2019 at 3:30 p.m. is set out on Pages 6 to 7 of this circular.

Whether or not you are able to attend the SGM, you are advised to read this circular and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least seven days from the date of its posting and on the Company’s website at www.china3d8078.com.

CHARACTERISTICS OF THE GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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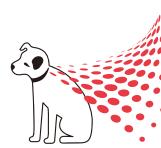
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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the name of the Company from “HMV Digital China Group Limited” to “China Creative Digital Entertainment Limited” and the proposed change of the secondary name of the Company in Chinese from “HMV數碼中國集團有限公司” to “中國創意數碼娛樂有限公司”
“Company”	HMV Digital China Group Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Committee”	has the meaning ascribed to it under the GEM Listing Rules
“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Change of Company Name
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



**hmv 數碼中國集團
Digital China Group**

HMV Digital China Group Limited HMV數碼中國集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8078)

Executive Directors:

Mr. Shiu Stephen Junior
Mr. Sun Lap Key, Christopher
Mr. Lee Wing Ho, Albert

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent non-executive Directors:

Mr. Kam Tik Lun
Ms. Yang Yusi
Mr. Lee Wing Lun

*Head office and principal place of
Business in Hong Kong:*
Units B – D, 8th Floor
D2 Place Two
15 Cheung Shun Street
Cheung Sha Wan
Kowloon, Hong Kong

29 April 2019

To the Shareholders:

Dear Sir/Madam,

(1) PROPOSED CHANGE OF COMPANY NAME AND (2) NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 10 April 2019 in relation to, among other things, the Change of Company Name.

The purpose of this circular is to provide you with, among other things, (i) details of the Change of Company Name; and (ii) a notice convening the SGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “HMV Digital China Group Limited” to “China Creative Digital Entertainment Limited” and to change the secondary name of the Company in Chinese from “HMV數碼中國集團有限公司” to “中國創意數碼娛樂有限公司”.

Conditions of the Change of Company Name

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the SGM to approve the Change of Company Name; and
- (ii) the approval of the Registrar of Companies in Bermuda having been obtained for the Change of Company Name.

The relevant filings with the Registrar of Companies in Bermuda will be made after the passing of the special resolution to approve the Change of Company Name at the SGM.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new English name and the new secondary name of the Company in Chinese on the register maintained by the Registrar of Companies in Bermuda.

Thereafter, the Company will carry out all necessary registration and/or filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Company will focus on its core strength in movie distribution and production business, artist management business and other promising business segments. The Board considers that the Change of Company Name can promote and strengthen the Company’s corporate image and enable the Group to better identify and obtain business opportunities for its future development. As such, the Board is of the view that the Change of Company Name is in the best interest of the Company and the Shareholders as a whole.

Effects of the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders. Once the proposed Change of Company Name becomes effective, any issue of share certificates of the Company thereafter will be in the new name of the Company and the shares of the Company will be traded on the Stock Exchange in the new name of the Company. However, all existing share certificates in issue bearing the existing name of the Company will, after the Change of Company Name has become effective, continue to be evidence of title to the shares of the Company and be valid for trading, settlement and registration purposes.

LETTER FROM THE BOARD

There will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new name of the Company.

The Company will make further announcement(s) on the Change of Company Name upon the proposed Change of Company Name become effective.

LISTING RULES IMPLICATIONS

The Change of Company Name is subject to the passing of a special resolution by the Shareholders at a SGM approving the Change of Company Name as one of the conditions.

To the best knowledge of the Directors and having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolution regarding the Change of Company Name at the SGM.

SGM

The SGM will be held at Units B – D, 8th Floor, D2 Place Two, 15 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong on Wednesday, 22 May 2019 at 3:30 p.m. for the purpose of considering and, if thought fit, approving the special resolution in respect of the Change of Company Name.

The notice convening the SGM is set out on pages 6 to 7 of this circular. A form of proxy for use at the SGM is also enclosed to this circular. Whether or not you are able to attend the SGM and/or vote at the SGM in person, you are requested to complete and return the enclosed form of proxy to the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, the resolution proposed at the SGM shall be voted by poll.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed for registration of transfer of shares from Friday, 17 May 2019 to Wednesday, 22 May 2019, both days inclusive, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the SGM. In order to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar and transfer office, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 16 May 2019.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the resolution as set out in the notice of SGM.

Yours faithfully,

For and on behalf of the Board

HMV Digital China Group Limited

Shiu Stephen Junior

Chairman

NOTICE OF SPECIAL GENERAL MEETING



HMV Digital China Group Limited HMV數碼中國集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8078)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of HMV Digital China Group Limited (the “**Company**”) will be held at Units B–D, 8th Floor, D2 Place Two, 15 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong on Wednesday, 22 May 2019 at 3:30 p.m. for the purposes of considering and, if thought fit, passing with or without modification, the following resolutions of the Company:

SPECIAL RESOLUTION

1. **“THAT**

subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “HMV Digital China Group Limited” to “China Creative Digital Entertainment Limited” and the secondary name of the Company in Chinese be changed from “HMV數碼中國集團有限公司” to “中國創意數碼娛樂有限公司” (the “**Change of Company Name**”) with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name to be issued by the Registrar of Companies in Bermuda, and THAT any one or more of the directors or the secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

On behalf of the Board
HMV Digital China Group Limited
Shiu Stephen Junior
Chairman

Hong Kong, 29 April 2019

Principal Place of Business:
Units B–D, 8th Floor
D2 Place Two
15 Cheung Shun Street
Cheung Sha Wan, Kowloon
Hong Kong

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. A form of proxy for use at the Meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. To be valid, the form of proxy together with the power of attorney, or other authority, if any, under which it is signed, or a certified copy thereof, must be deposited at the Company's Branch Registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof.
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, priority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. The Directors of the Company as at the date of this notice are Mr. Shiu Stephen Junior, Mr. Sun Lap Key, Christopher and Mr. Lee Wing Ho, Albert, being Executive Directors; Mr. Kam Tik Lun, Ms. Yang Yusi and Mr. Lee Wing Lun, being Independent Non-executive Directors.